

**Response to Specification 8(d):**

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

**Response to Specification 8(e):**

*See Exhibit 8-1.*

**SPECIFICATION 9:**

**Produce all documents relating to the effects of geographic rationalization or clustering with respect to the operation of cable systems and the provision of programming or other services on such cable systems, including documents relating to geographic rationalization or clustering as a result of the proposed TWC transaction and the proposed divestiture transactions.**

**Response to Specification 9:**

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

**SPECIFICATION 10:**

**Produce all documents relating to competition in the provision of each relevant service in each relevant area, including, but not limited to, consumer surveys or studies, market studies, forecasts and surveys, and all other documents relating to:**

**(a) sales, market share or competitive position of the Company or any of its competitors;**

**(b) the relative strength or weakness of persons selling each relevant service, selling either standalone services or bundled services, and the extent to which providers of each relevant service compete with each other;**

**(c) supply and demand conditions;**

**(d) how consumers, MVPDs, and OVDs view or perceive video programming offered by the Company (including the impact of placing programming in a particular neighborhood or tier), the impact of not offering certain programming, the ability to substitute other programming, the impact of bundling more than one programming channel, or the impact of pricing on decisions to purchase video programming or MVPD service, including ratings and consumer surveys relating to video programming offered by the Company;**

**(e) allegations that any person that provides any relevant service is not behaving in a competitive manner, including, but not limited to, customer and competitor complaints, threatened, pending, or completed lawsuits; and federal and state investigations, including any carriage or program access complaints filed against the Company with the Federal Communications Commission pursuant to 47 C.F.R. § 76.1301 et seq. or 47 C.F.R. § 76.1000 et seq., or to the Comcast-NBCU Order at App. A, § IV.G.1.a since January 1, 2009;**

**(f) any actual or potential effect on the supply, demand, cost, or price of any relevant service as a result of competition from any other possible substitute service or provider, and the role of reputation and reliability in competition with other persons who supply any relevant service;**

**(g) churn, subscriber acquisition costs, costs per gross addition, and subscriber retention costs, including consumer costs incurred in switching to another person's relevant service, and data and studies analyzing the source of the Company's new subscribers, why subscribers disconnect service with the Company and the reasons for disconnections, and factors affecting consumers' decisions to switch to or from a relevant service offered by the Company, including but not limited to pricing, quality of service and disputes between the Company and edge providers, CDNs or transit service providers;**

**(h) (1) consumer satisfaction with the Company's relevant services (including all documents relating to plans, policies and procedures for addressing concerns raised by rankings and surveys), and (2) consumer substitution between the Company's Internet**



access service and DSL service, service using fiber to the node technology, service using fiber to the premises technology, and mobile wireless broadband services;

(i) the Company's experience or success in obtaining or retaining customers through marketing or promotions targeted at providers of relevant services, geographic areas, types of customers, and ethnic groups such as Hispanics or Asians, including the offers made and the amount spent on the marketing effort, the number of new subscribers gained, churn rates for such subscribers, and revenue realized by the Company;

(j) the characteristics of consumers who want to purchase standalone services or bundled services, and the sales, market share or competitive position of the Company or any of its competitors in the sale of standalone services or bundled services;

(k) the provision of video programming over the Internet, including, the sales, market share, or competitive position of the Company or its competitors, the relative strength or weakness of companies, including the Company and its competitors, that are currently providing or are planning to engage in online video distribution;

(l) any advantage or disadvantage to any person arising from the size of its footprint or its subscribership on its ability: (1) to negotiate terms with persons selling or licensing video programming, including but not limited to terms that grant the Company exclusive rights to programming; (2) to negotiate terms of interconnection agreements with edge providers, persons who provide Internet backbone services, persons who provide Internet access service, and transit service providers; and (3) competition with other providers of MVPD service and persons that provide Internet access service;

(m) the Company's decisions whether to block, stop, throttle, slow, favor, congest or otherwise hinder the transmission of any OVD service or other content, including the CDN, transit service provider or peer that supports the OVD service or to favor, prioritize or otherwise advantage the Company's relevant service over such competing service;

(n) the role of innovations in competition or potential competition relating to improvements and innovations in features, functionality, platforms, performance, cost or other advantages to users of the service;

(o) the impact of cord shavers, cord cutters and cord nevers on the Company's marketing, revenues and profits of each relevant service; and

(p) the Company's experience and success with video programming, broadcast television stations, broadcast programming networks, and non-broadcast programming networks targeted at specific ethnic groups, including but not limited to, competition with the video programming broadcast television stations, broadcast programming networks, and non-broadcast programming networks owned by, operated by managed by, attributed to or produced by Univision Communications Inc.

**Response to Specification 10:**

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

**SPECIFICATION 11:**

**Produce all documents created or received by the Company that relate to the Company's or any other person's (i) pricing plans; (ii) pricing policies; (iii) pricing lists; (iv) rate cards; (v) pricing forecasts; (vi) pricing strategies; (vii) pricing analysis; (viii) introduction of new pricing plans or promotions; (ix) bundled pricing, including analysis of the profitability of bundles and their impact on customer retention; and (x) pricing decisions relating to each relevant service.**

**Response to Specification 11:**

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

**SPECIFICATION 12:**

State the name and address of each person that has entered or attempted to enter into, or exited from, the provision of each relevant service, from January 1, 2009, to the present. For each such person, identify the services it provides or provided; the area in which it provided the services, including whether the person has sold or distributed the relevant service in the United States; and the date of its entry into or exit from the market. For each entrant, state whether the entrant built a new facility, converted assets previously used for another purpose (identifying that purpose), or began using facilities that were already being used for the same purpose.

**Response to Specification 12:**

TWC refers to, and incorporates by reference as if fully set forth herein, the September 11, 2014, written response and accompanying exhibits of Comcast to Specification 12 of the Commission's Information and Data Request Issued to Comcast on August 21, 2014.

In addition, TWC provides the following additional entries to, and exits from, the provision of the following relevant services from 2004 to the present:

**MVPD:**

Entity	Address	Entry Date
{{ }}	{{ }}	{{ }}
{{ }}	{{ }}	{{ }}
{{ }}	{{ }}	{{ }}
{{ }}	{{ }}	{{ }}

**Video Programming**

See Exhibit 12, which provides a list of additional persons who have entered into, and exited from, the provision of video programming.



Internet access services:

Entity	Address	Entry Date
{{ }}	{{ }}	{{ }}
{{ }}	{{ }}	{{ }}

Internet backbone services:

Entity	Address	Entry Date
{{ }}	{{ }}	{{ }}
{{ }}	{{ }}	{{ }}
{{ }}	{{ }}	{{ }}
{{ }}	{{ }}	{{ }}



**SPECIFICATION 13:**

**Provide a list of possible new entrants into the provision of, or a substitute for, each relevant service, stating why the Company believes each person is a possible entrant or could provide a substitute service, including but not limited to, mobile wireless broadband service, and what steps it has taken toward entry. Submit a list of all requirements for entry into the provision of, or a substitute for, a relevant service and an estimate of the time required to meet each requirement, and provide all documents relating to research and development, planning and design, production requirements, distribution systems, service requirements, patents, licenses, sales and marketing activities, and any necessary governmental and customer approvals for entry in to the provision of each relevant service.**

**Response to Specification 13:**

TWC refers to, and incorporates by reference as if fully set forth herein, the September 11, 2014, written response of Comcast to Specification 13 of the Commission's Information and Data Request Issued to Comcast on August 21, 2014.

In addition, all non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

**SPECIFICATION 14:**

Produce all documents relating to the Company's or any other person's pre-transaction and post-transaction plans relating to any relevant service, including, but not limited to, business plans; short-term and long-range strategies and objectives; budgets and financial projections; presentations to management committees, executive committees, and boards of directors; expansion plans; research and development efforts; and plans to deploy DOCSIS 3.1, converged cable access platform, converged regional area network, IP Cable and Wi-Fi access points and mobile wireless broadband services; plans relating to the company's time-shifted and place-shifted video programming, dynamic ad insertion service, addressable advertising; plans to offer an OVD service outside the Company's current service area or to provide the Company's video programming to unaffiliated OVDs, wireless backhaul services, and business services; and plans to reduce costs, to improve services or service quality, and to manage communications security and reliability risks. For regularly prepared budgets and financial projections, the Company need only produce one copy of final year-end documents for 2011 through 2013 and cumulative year-to-date documents for 2014.

**Response to Specification 14:**

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

**SPECIFICATION 15:**

Separately for each relevant service (i) describe the minimum viable scale necessary for entry, including but not limited to, hurdle rates, the capital required for entry, construction of new facilities, spectrum and/or licensing requirements, whether carriage on any particular MVPD or OVD is necessary and if so, the identity of each such provider, and the number of subscribers and advertisers needed to break-even, and to the extent not already produced, (ii) produce all documents relating to the Company's entry into each of the above services since January 1, 2009. Indicate in your response whether your response would vary based upon the type of video programming (e.g., movies, sports, Spanish-language).

**Response to Specification 15:**

(i) TWC refers to, and incorporates by reference as if fully set forth herein, the September 11, 2014, written response of Comcast to Specification 15 of the the Commission's Information and Data Request Issued to Comcast on August 21, 2014.

Many factors contribute to a firm's decision to enter into the provision of a relevant service, some of which do not depend upon the satisfaction of a break-even analysis involving numbers of subscribers or advertisers. For example, a firm may decide to enter into the provision of Internet access services to support the firm's other products that would benefit from the firm providing such service. Additionally, with respect to the requirements for distribution of video programming, with increasing adaptation of OVD, the availability of international distribution (and competition from such distribution) makes any particular United States-based distributor even less important to the distribution of such programming.

(ii) All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

**SPECIFICATION 16:**

**Produce all documents (except engineering and architectural plans and blueprints) discussing any plans of the Company or any other person for the construction of new facilities or equipment, the closing of existing facilities, or the expansion, conversion, or modification (if such modification has a planned or actual cost of more than \$1 million) of current facilities for providing each relevant service in each relevant area.**

**Response to Specification 16:**

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.



**SPECIFICATION 17:**

**For each relevant service, standalone services and bundled services, produce (i) one copy of all current selling aids and promotional materials and (ii) all documents relating to advertising plans and strategies.**

**Response to Specification 17:**

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

**SPECIFICATION 18:**

**Describe the current relationship between TWC and Advance Newhouse Partnership with respect to Bright House Networks LLC, including an analysis (referencing relevant sections of any agreements or documents) of who controls Bright House Networks. Such analysis should include details of voting and equity or other ownership interests and TWC's involvement in the management and operations of Bright House Networks LLC's business of supplying cable services to consumers. Produce copies of all partnership agreements, operating agreements, management agreements, shareholders' agreements, articles of incorporation, by-laws and other agreements and documents relating to the control of Bright House Networks by TWC and/or Advance Newhouse Partnership and other documents used in preparing the response to this Request.**

**Response to Specification 18:**

TWC (through a subsidiary) and Advance/Newhouse Partnership are partners in the Time Warner Entertainment-Advance/Newhouse Partnership ("TWE-A/N"). That partnership is governed by the Third Amended and Restated Partnership Agreement of Time Warner Entertainment-Advance/Newhouse Partnership, dated December 31, 2002 (attached hereto as Exhibit 18-1). TWC holds 66.67 percent of the equity of TWE-A/N and Advance/Newhouse Partnership owns the remaining 33.33 percent. TWC has no legal or economic interest in Advance/Newhouse Partnership. As a result of a 2002 restructuring of TWE-A/N, various cable systems located primarily in Florida were transferred to a 100%-owned subsidiary of TWE-A/N, Bright House Networks LLC ("Bright House"). TWE-A/N is the sole member of Bright House.

As a result of TWC's majority ownership of the equity of TWE-A/N, TWC has a *de jure* controlling interest in Bright House, but Advance/Newhouse Partnership has *de facto* control over Bright House as a result of its exclusive day-to-day managerial control of the Bright House systems. See Amended and Restated Limited Liability Company Agreement of Bright House Networks, LLC, § 10, dated May 16, 2012 (attached hereto as Exhibit 18-2).

Advance/Newhouse Partnership's interest in TWE-A/N tracks exclusively the economic performance of the Bright House systems and, as a result, TWC's financial statements do not include the results of the Bright House systems. Moreover, TWC does not share in any of the profits and losses from the operation of the Bright House systems. By the same token, Bright House subscribers are not consolidated with TWC's for purposes of SEC reporting, and TWC is not deemed the owner or controlling party of Bright House for Hart-Scott-Rodino Act reporting purposes.

TWC provides various services to Bright House for an annual fee, under a services agreement that Advance/Newhouse Partnership has the option to terminate. See Services Agreement, dated August 1, 2002 (attached hereto as Exhibit 18-3); Management Agreement, dated December 31, 2002 (attached hereto as Exhibit 18-4). {{

}}

**SPECIFICATION 19:**

**List all agreements that TWC has negotiated on behalf of Bright House Networks including, but not limited to, agreements for video programming, network technology, relating to support and provision of Internet access services, the provision of time shifted or place shifted viewing (e.g., "Start Over" and "Look Back"), set-top boxes, and Internet-connected devices (e.g., Roku, Samsung, iPad, Xbox), and produce one copy of each such agreement.**

**Response to Specification 19:**

Bright House Networks was asked to identify instances where it has opted out of a TWC agreement or entered into its own agreement for video programming or network technology, relating to support and provision of Internet access services, the provision of time shifted or place shifted viewing, set-top boxes, and Internet-connected devices. As a general matter, Bright House Networks relies on TWC procurement agreements in these areas, although it deploys available technology and operates its systems independently. Exhibit 19-1 identifies those programming services for which Bright House Networks has entered into a separate agreement from TWC. Exhibit 19-2 identifies those TWC programming services for which TWC has an agreement, but under which no Bright House Networks system is carrying the covered programming.



**SPECIFICATION 20:**

**Identify each non-broadcast programming network owned by, operated by, managed by, or attributed to the Company, by stating the information requested by the subparts to this Request, and provide the date and details of any changes to that information:**

- (a) the nature and percentage of the Company's ownership interest;**
- (b) the identity of and percentage owned by each other person who holds an attributable interest;**
- (c) the date the network was launched, and if acquired from another entity, the date the network was acquired and from whom the Company acquired its ownership interest; and**
- (d) the nature and extent of the Company's role in management, including whether the Company has any board representation, management rights, voting rights, and/or veto power supermajority or other investor protections.**

**Response to Specification 20:**

The Company wholly owns the following video programming channels:

California/Nevada

Time Warner Cable Channel 858 (Spanish language)  
Time Warner Cable Deportes (Spanish language)  
Time Warner Cable SportsNet  
Desert Cities TV (Desert Cities)  
Time Warner Cable News (Palmdale)  
Time Warner Cable SoCal 101

Hawaii

OC 12  
K-Life (pay on demand)  
NGN (pay on demand)  
OC 16

Kansas/Missouri

Time Warner Cable SportsChannel (KC)  
Time Warner Cable Local Weather (KC)

Kentucky

cn|2

Nebraska

Time Warner Cable SportsChannel (Nebraska)

New England

TWC TV (New England/Portland, Augusta)

New York

Time Warner Cable SportsChannel (Albany)  
Time Warner Cable SportsChannel (Buffalo)  
Time Warner Cable SportsChannel (Rochester)  
Time Warner Cable SportsChannel (Syracuse)  
Time Warner Cable News NY1  
Time Warner Cable Noticias NY1  
Time Warner Cable News (Buffalo)  
Time Warner Cable News (Hudson Valley)  
Time Warner Cable News (Jamestown)  
Time Warner Cable News (Rochester)  
Time Warner Cable News Capital Region (Albany)  
Time Warner Cable News Central NY (Syracuse)  
Time Warner Cable News North Country (Watertown)  
Time Warner Cable News Southern Tier (Binghamton)  
Time Warner Cable News Your Traffic (Albany)  
Time Warner Cable News Live Radar (Syracuse)  
Time Warner Cable News Rail & Road (Hudson Valley)  
Time Warner Cable News Rail & Road (NYC)

North Carolina/South Carolina

Time Warner Cable News (Charlotte)  
Time Warner Cable News (Greensboro)  
Time Warner Cable News (Raleigh)  
Time Warner Cable News (Wilmington)  
Time Warner Cable SportsChannel (NC – Raleigh, Charlotte,  
Greensboro, Wilmington; SC – Columbia, Florence, Myrtle  
Beach)

Ohio

Time Warner Cable SportsChannel (Cincinnati/Dayton)  
Time Warner Cable SportsChannel (Cleveland/Akron)

Time Warner Cable SportsChannel (Columbus/Toledo)  
Time Warner Cable Live Radar (Columbus)  
Time Warner Cable Local Weather (Cleveland/Akron)

Texas

Canal de Tejas (North – Dallas, Waco, El Paso; South – Austin, San Antonio, Corpus, RGV, Laredo) (Spanish language)  
Time Warner Cable SportsChannel (North – Dallas, El Paso; South – Austin, San Antonio, Corpus, RGV)  
Time Warner Cable News (Austin)  
Time Warner Cable News (Waco)  
Time Warner Cable News Local Weather (Austin)  
Time Warner Cable News Your Traffic (Austin)  
Time Warner Cable Noticias Tiempo (Austin)  
Time Warner Cable News Live Radar (Austin – North, Central, South, West, Waco/Killeen, Beaumont)  
Time Warner Cable News Live Radar (Corpus Christi)

Wisconsin

Time Warner Cable SportsChannel (Milwaukee, Green Bay)

All wholly owned video programming channels, listed above, are a part of TWC and are not separate entities. They are managed as such. TWC is generally unable to provide launch dates for these channels; however, Time Warner Cable SportsNet/Time Warner Cable Deportes was launched in October 2012; OC Sports (Hawaii) was launched in August 2011; and Time Warner Cable SportsChannel Kansas City (KC) was launched in 1996.

The Company has attributable partial interests of 25% or greater in the following channels:

NGN Hotel Channels (Hawaii) (available in hotels only)  
SportsNet New York (“SNY”)

With respect to SNY, TWC refers to, and incorporates by reference as if fully set forth herein, the September 11, 2014, written response of Comcast to Specification 18 of the Commission’s Information and Data Request Issued to Comcast on August 21, 2014.

TWC also has partial ownership interests between 5% and 25% in the video programming networks listed below:

Identify each non-broadcast programming network owned by, operated by, managed by, or attributed to the Company, by stating the information requested by the subparts to this Request, and provide the date and details of any changes to that information:				
	a. the nature and percentage of the Company's ownership interest;	b. the identity of and percentage owned by each other person who holds an attributable interest;	c. the date the network was launched, and if acquired from another entity, the date the network was acquired and from whom the Company acquired its ownership interest; and	d. the nature and extent of the Company's role in management, including whether the Company has any board representation, management rights, voting rights, and/or veto power supermajority or other investor protections.
{{	{{	{{	{{ }}	{{
}}	}}	}}		
				}}
{{	{{	{{	{{ }}	{{
}}	}}			



The diagram consists of two groups of three vertical lines. In the left group, a horizontal line connects the first two lines near the top. Below this line, curly braces are placed on the first and second lines. In the right group, a horizontal line connects the first two lines near the top. Below this line, curly braces are placed on the first, second, and third lines.

Finally, TWC has entered into a long-term affiliation agreement with American Media Productions, which owns SportsNet LA. TWC acts as the network's exclusive advertising and affiliate sales agent and provides certain non-game production and technical services to American Media Productions. SportsNet LA was launched in February 2014. TWC has no ownership interest in SportsNet LA, and its role relating to management is described in response to Specification 30.

**SPECIFICATION 21:**

**For each non-broadcast programming network identified in response to Request 20, state separately, and produce in CSV or Excel format, for each month from January, 2009, to the present:**

**(a) the identity of any MVPD that carries the network, and for each MVPD state (1) the total and per subscriber license fee paid by the MVPD to the Company, (2) the total number of the MVPD's subscribers that receive the network, (3) the number of minutes per hour granted to the MVPD for local advertising sales and (4) the tier on which the network is carried;**

**(b) for all MPVDs carrying the network, state (1) the total per subscriber license fees and average per subscriber license fees paid by all MVPDs to the Company, (2) the total number of MVPD subscribers that receive the network, and (3) the average number of minutes per hour granted to MVPDs for local advertising sales;**

**(c) the average gross advertising revenue per subscriber and the average net advertising revenue per subscriber and an explanation of how these values were calculated; and**

**(d) the identity of each OVD, including but not limited to Apple, Amazon.com, Google, Netflix, Hulu, and the Company that publishes, sells or distributes, in whole or part, content produced or distributed by the non-broadcast programming network, and the total fees paid each year by the OVD to the Company for the right to distribute such programming.**

**Response to Specification 21(a) and (b):**

*See Exhibit 21.*

**Response to Specification 21(c):**

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

**Response to Specification 21(d):**

TWC does not publish, sell, or distribute content produced by any of the Company's non-broadcast programming networks to any OVDs.

**SPECIFICATION 22:**

**Produce all agreements between the Company and any other person relating to the carriage, licensing, or distribution of any video programming owned by or controlled by the Company, and all documents relating to each negotiation since January 1, 2009, between the Company and any (i) MVPD, and (ii) OVD for video programming, regardless of whether or not the negotiations resulted in a contract (formal or informal).**

**Response to Specification 22:**

All documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

**SPECIFICATION 23:**

Identify each instance where an MVPD has discussed raising, threatened to raise, or has raised, a program access complaint as a means to obtain the right to distribute the Company's non-broadcast programming, including via VOD and PPV, and separately for each type of non-broadcast programming network (i.e., standard or high definition), describe:

(a) the nature of the dispute or issue;

(b) the persons involved in the dispute; and

(c) how and whether the dispute or issue was resolved. To the extent the dispute was settled, explain whether the settlement required the Company to provide program access to the complaining party, and produce all documents relating to each instance identified, and any settlement thereof.

**Response to Specification 23(a) and (b):**

{{

}}



**Response to Specification 23(c):**

*See Exhibits 23-1 and 23-2.*

**SPECIFICATION 24:**

Identify each agreement the Company has entered with another person through which the Company licenses another person to distribute the Company's broadcast or non- broadcast video programming , that contains any of the following provisions: (i) any economic or non-economic Most-Favored-Nation clause; (ii) any exclusive rights to distribute the programming; (iii) any limits on the further distribution of the programming that is the subject of the agreement either temporally, such as through the use of "windows," or by another person or class of similar persons; (iv) any limits on the further distribution of the programming on another platform; and (v) any rights to obtain, or limits on distribution of, additional programming whether or not such programming was in existence at the time the agreement was entered; and (vi) any other provision that impacts the way that the programming is distributed or made available to other distributors, and for each such agreement state:

- (a) the parties to the agreement;
- (b) the date of the agreement;
- (c) the term of the agreement;
- (d) a description of the provision;
- (e) the date that any party to the agreement exercised any rights or received any benefits from any of the provisions set forth in parts (i) through (vi) of this Request; and
- (f) a description of any actions taken or benefits received as a result of any of the provisions set forth in parts (i) through (vi) of this Request.

**Response to Specification 24:**

*See Exhibit 24.*